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*Counsel for Sears Holdings Corporation and
its debtor affiliates, as debtors and debtors in possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**NOTICE OF THIRD INTERIM REPORT OF
ASK LLP FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES AS COUNSEL TO THE LITIGATION DESIGNEES
FOR THE PERIOD OF JULY 1, 2021 THROUGH OCTOBER 31, 2021**

NOTICE IS HEREBY GIVEN that ASK LLP (“ASK”), counsel to the Litigation Designees, which designees were identified pursuant to the Confirmation Order for Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”) has filed its Third Interim Report for Allowance of Contingent Fees and Reimbursement of Expenses for the Period From July 1, 2021 through October 31, 2021, seeking allowance and payment of ASK’s contingent fees in the amount of \$3,592.50 and actual and necessary expenses in the amount of \$5,502.80 (the “Third Interim Report”).

NOTICE IS FURTHER GIVEN by overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miliipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Sixth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the

fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

NOTICE IS FURTHER GIVEN that Objections to this Third Interim Report if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **January 7, 2022** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”). In the event timely objections are filed, a hearing on the Third Interim Report and the objection(s) thereto will be scheduled and further notice of the date and time of such hearing will be provided.

PLEASE TAKE FURTHER NOTICE that, in the absence of any timely objections to the Third Interim Report, ASK shall file a certificate of no objection with the Bankruptcy Court, after which the fees and expenses requested in the Third Interim Report may be allowed by the Bankruptcy Court on an interim basis.

Dated: December 10, 2021

ASK LLP

/s/ Kara E. Casteel

Kara E. Casteel

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**THIRD INTERIM REPORT OF ASK LLP AS SPECIAL
AVOIDANCE COUNSEL FOR THE DEBTORS FOR THE PERIOD
JULY 1, 2021 THROUGH OCTOBER 31, 2021**

Name of Applicant:	ASK LLP
Authorized to Provide Professional Services to:	Litigation Designees ³
Date of Retention:	June 26, 2019 nunc pro tunc to April 1, 2019 as to retention as special avoidance action counsel to the Debtors; September 22, 2020 as to retention as counsel to the Litigation Designees for the Jointly Asserted Causes of Action ⁴
Period for which compensation and reimbursement is sought:	July 1, 2021 to October 31, 2021
Amount of compensation sought as actual, reasonable and necessary:	\$3,592.50
Amount of expense reimbursement as actual, reasonable, and necessary:	\$5,502.80

³ Pursuant to the *Order (I) Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors and (II) Granting Related Relief* (the "Confirmation Order") [D.I. 529], the Litigation Designees shall comprise (a) Patrick J. Bartels, (b) Eugene I. Davis, and (c) Raphael T. Wallander, as the Creditors' Committee's designees, and (x) Alan J. Carr and (y) William L. Transier, as the Debtors' designees, which designees shall become the initial members of the Liquidating Trust Board upon the Effective Date pursuant to Section 10.6(a) of the Plan.

⁴ The Confirmation Order, among other things, granted the Creditors' Committee joint standing with the Debtors to prosecute the Jointly Asserted Causes of Action, subject to the oversight of the Litigation Designees, which designees shall become the initial members of the Liquidating Trust Board upon the effective date of the Plan. The Jointly Asserted Causes of Action are those actions defined in paragraph 17 of the Confirmation Order.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, hourly billing rates and aggregate hours spent by each ASK professional and paraprofessional who provided services to the Litigation Designees during the Compensation Period. The rates charged by ASK for services rendered to the Litigation Designees are the same rates that ASK charges generally for professional services rendered to all hourly bankruptcy clients.

Exhibit B sets forth a complete itemization of tasks performed by ASK professionals and paraprofessionals who provided services to the Litigation Designees during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit C sets forth a complete itemization of disbursements incurred by ASK in connection with services rendered to the Litigation Designees during the Compensation Period.

Dated: December 10, 2021

ASK LLP

/s/ Kara E. Casteel

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Exhibit A

Timekeeper Summary

Name of Professional	Position	Hourly Billing Rate	Total Hours Billed	Total Compensation
Casteel, Kara	Partner	\$675.00	3.50	\$2,362.50
Miskowiec, Laurie	Paralegal	\$300.00	3.00	\$900.00
Esslinger, Jean	Paralegal	\$300.00	1.10	\$330.00

Exhibit B

Itemized Fees

Professional Services

			<u>Hrs/Rate</u>	<u>Amount</u>
7/14/2021	JE	Miscellaneous Filed Affidavits of Foreign Service documents on the docket and updated SOAR.	0.80 300.0/hr	240.0
7/26/2021	LNP	Draft Pleading Draft CNO and Proposed Order for 1st Interim Fee Application. E-file and email order to Chambers.	1.00 300.0/hr	300.0
	LNP	Draft Pleading Prepare 2nd Interim Fee application. E-file and prepare for service.	2.00 300.0/hr	600.0
8/5/2021	JE	Miscellaneous Filed Affidavit of Foreign Service documents on the docket and updated SOAR.	0.20 300.0/hr	60.0
8/12/2021	KC	Draft Begin draft of agreement	0.40 675.0/hr	270.0
8/13/2021	KC	Draft Finalizing draft agreement	1.20 675.0/hr	810.0
8/23/2021	JE	Miscellaneous Updated SOAR with current defense counsel information.	0.10 300.0/hr	30.0
	KC	Correspondence Send correspondence including partially unredacted Exhibit A for Credit Suisse, stipulations, documents for their review	0.50 675.0/hr	337.5

		<u>Hrs/Rate</u>	<u>Amount</u>
9/13/2021	KC Draft Pleading Further final edits on draft agreement	0.20 675.0/hr	135.0
9/14/2021	KC Phone Opp Atty phone call with Credit Suisse counsel	0.40 675.0/hr	270.0
9/23/2021	KC Phone Opp Atty Phone call with counsel for Credit Suisse	0.30 675.0/hr	202.5
10/26/2021	KC Phone Opp Atty phone call with Credit Suisse counsel	0.20 675.0/hr	135.0
10/27/2021	KC Phone Opp Atty phone call with QT2 counsel	0.30 675.0/hr	202.5
For professional services rendered		<u>7.60</u>	<u>\$3,592.5</u>

Exhibit C

Itemized Expenses

Disbursement Activity	Amount
Computerized Legal Research - Westlaw	\$56.00
Photocopies	\$1.70
Postage	\$.70
Telephone	\$.40
Service Fees	\$5,504.00
Service Fees (Refund)	(\$60.00)